

ANTI-CORRUPTION CODE OF CONDUCT

INTRODUCTION

This code, which is appended to the Internal Rules and is part of the establishment of an “anti-corruption program” provided for in law 2016-1691 of 9 December 2016 on transparency, the fight against corruption, and modernization of economic life (Sapin II), demonstrates the AUSY Group’s desire to undertake an integrity approach in conducting its affairs all over the world and the responsible commitment of its executives in achieving the related objectives.

We want to be sure that our activities are carried out according to the highest professional and ethical standards in complete compliance with all applicable laws.

This code defines and illustrates the various types of behaviors to be prohibited as being likely to characterize acts of corruption or influence peddling. It has been put in place to allow our employees to familiarize themselves with the basic anti-corruption principles and to remind them of the behaviors to be respected.

This code is applicable to all our executives and employees and specifies the precautions to be taken with regard to all intermediaries who act on our behalf.

Particular attention was given to relations with partners acting as advisers, experts, lobbyists, candidates, customers, suppliers, or subcontractors.

An organization has been put in place to allow us to comply with national and international laws on this subject. Any violation of this code may have serious legal and financial consequences, but could also cause lasting harm to the Group’s reputation. It is therefore essential to follow these recommendations, and its violation may lead to the application of disciplinary measures.

Of course, this code is not a substitute for the broader, more detailed directives or the thematic policies deployed within the Group.

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WHICH OFFENSES ARE COVERED BY THIS CODE OF CONDUCT?

Corruption - Articles 433-1 et seq., 435-1 et seq., 445-1 et seq. of the French penal code

Active corruption is the act of proffering, at any time, directly or indirectly,

- to a French or foreign public official (person holding public authority, discharging a public service mission, employee of a public enterprise, etc.)

- or to a private person (as part of a professional or social activity, a management function, or a job for a natural person or legal entity)

any offer, promise, donation, gift, or advantage, for that person or another person, in order to induce that person to carry out or abstain from carrying out (or because he or she has carried out or abstained from carrying out) an act pertaining to his or her office, duty, or mandate, or facilitated by his or office, duty, or mandate.

Passive corruption is the direct or indirect request or acceptance without right, at any time, of any offer, promise, donation, gift, or advantage.

Influence peddling - Articles 432-11-2°, 433-1-2°, 433-2, and 434-9-1 of the French penal code

Influence peddling refers to the act of making money from one's capacity or influence, real or assumed, to affect a decision made by a third party. It involves three participants: the beneficiary (the person who provides advantages or gifts), the intermediary (the person who uses the credit that he/she has because of his/her position), and the target person who holds decision-making power (public authority or administration, magistrate, expert, etc.). The criminal law distinguishes active influence peddling (beneficiary side) and passive influence peddling (intermediary side).

More rarely:

Overcharging of taxes – article 432-10 of the French penal code

Any acceptance, request, or order to pay as public duties, contributions, taxes, or impositions of any sum known not to be due, or known to exceed what is due, committed by a person holding public authority or discharging a public service mission.

Granting by such persons, in any form and for any reason, of any exoneration or exemption from dues, contributions, taxes, or impositions in breach of statutory or regulatory rules.

Unlawful acquisition of interest – Article 432-12 of the French penal code

The taking, receiving, or keeping of any interest in a business or business operation, either directly or indirectly, by a person holding public authority or discharging a public service mission, or by a person holding a public electoral mandate, who at the time in question has the duty of ensuring, in whole or in part, its supervision, management, liquidation, or payment.

Misappropriation of public funds – Article 432-15 of the French penal code

The destruction, misappropriation, or purloining of a document or security, of private or public funds, papers, documents or securities representing such funds, or of any other object entrusted to him/her, committed by a person holding public authority or discharging a public service mission, a public accountant, a public depository or any of his/her subordinates.

Favoritism – Article 432-14 of the French penal code

An offence by any person holding public authority or discharging a public service mission or holding a public electoral mandate or acting as a representative, administrator, or agent of the State, territorial bodies, public corporations, mixed economy companies of national interest discharging a public service mission, and local mixed economy companies, or any person acting on behalf of any of the aforementioned bodies who obtains or attempts to obtain for others an unjustified advantage by an act breaching the statutory or regulatory provisions designed to ensure freedom of access and equality for candidates in public procurement contracts and delegated public services.

Attention: In no case may the belief of acting in the company's interest justify, even in part, behaviors that are inconsistent with the provisions of the applicable laws and the code of conduct.



WHO ARE INVOLVED?

The persons or entities concerned by these offenses are most often public officials, but may also be private individuals such as candidates, customers, suppliers, or subcontractors.

HOW TO RECOGNIZE THESE RISKY SITUATIONS

Beyond direct solicitation, there are many situations likely to constitute an act of corruption, in connection with offers, contracts, recruitments, or agreements of all types.

It is important to identify them in order to be able to avoid them and to take all the appropriate measures before you find yourself involved in a corruption scenario.

Here are some illustrations of situations requiring special vigilance:

- abnormally high fees or commissions,
- lack or insufficiency of justification of a service,
- repetitive and/or disproportionate hospitality (recreation, dinners, travel),
- relationship or project with a third party linked to a public official,
- unusual payment terms or payments required in cash,
- specific intermediary required or recommended by the customer.

QUESTIONS TO ASK TO AVOID THESE SITUATIONS

To determine whether you are potentially engaging in an act of corruption, ask yourself two questions:

1. Can I make this commitment openly and talk about it with everyone involved in this subject?
2. Would it matter to me if this situation were described in the press?

If the answer is “no” to one of these two questions, you risk not only tainting your own reputation and AUSY’s reputation, but also exposing yourself and the Group to prosecution.



AUSY'S ANTI-CORRUPTION PRINCIPLES

The Group has strong values: Honesty, integrity, loyalty, transparency, and impartiality.

To ensure that these values are preserved in all circumstances and at all levels in the Group, AUSY follows three major principles for the prevention of corruption that apply to all employees, regardless of their level or their workplace:

- 1. No tolerance will be granted regardless of the form of corruption**
- 2. It is up to everyone to engage in this fight against corruption**
- 3. These principles concern everyone, because even though certain employees are exposed more frequently than others because of their activities, each one of us may one day be confronted with, if not a solicitation, at least an ambiguous situation.**

WHAT ARE THE IDENTIFIED RISKY SITUATIONS FOR AUSY?

1. Gifts and invitations (customers/subcontractors/suppliers)

This is one of the most likely situations in the Group, where these gifts or invitations may distort independence in decisions or services.

While performing your professional duties, you may witness situations that go against this code of conduct. However, there is a thin line between a simple commercial gesture and an act of corruption.

Therefore, do not seek to obtain a gift or recreation offered by someone with whom the company has business relations, for yourself or a member of your family, and do not accept any gift or recreation likely to influence you or give the impression of influencing the company's decisions.

However, gifts of low value, including meals, are permitted if they are consistent with business practices.

You may not accept any sum of money as a gift or sum of cash.

The company's policy forbids the offering or acceptance of extravagant, inappropriate, or disproportionate gifts or the promise of gifts with the goal of influencing commercial decisions in any manner whatsoever, especially when it involves influencing a public official (national or foreign).

Examples:

- **Allowing a supplier to offer an apartment available free of charge for a ski trip for you and your family;**
- **Receiving a sum of cash to list a supplier;**
- **Promising a significant discount on a contract to maintain a customer listing;**
- **Providing a sum of money or a gift of value to a public servant in order to be selected on an invitation to tender;**
- **Inviting a customer to an event, offering goodies during a sales visit, or receiving a gift from a supplier to celebrate the new year may be authorized, but not under just any conditions.**

Any unusual gift or gift valued more than the limits set by our Group must be given particular vigilance and comply with the above “gifts” policy.

Attention:

With regard to a foreign customer, you should check with the local structure about the practices in force in the country. Even if the amounts at stake are within the limit of your delegation for incurring expenses, make sure that you have the approval of your supervisors. When in doubt, please do not hesitate to seek the opinion of the appropriate departments, particularly the Group’s legal and financial departments.

2. Conflict of interest

This is a situation in which you have a personal interest likely to have influence or appear to have influence on the performance of your professional duties. The personal interest may be direct or indirect and relate to you or those close to you. This interest may quite be varied in nature (economic, financial, political, professional, denominational, sexual, etc.).

Once detected, we ask you to report these situations to your manager or compliance officer and deal with them objectively and vigilantly.

Examples:

- **An employee's spouse is a member of the selection committee for an invitation to tender to which AUSY has responded.** (In this case, you must report this situation to your supervisor and declare the existence of a risk of conflict of interests. Another person may replace you in the invitation to tender);
- **Maintaining a business relationship with a person who is a relative or close friend or with a company controlled or managed by a relative or close friend;**
- **Or any contractual relationship, mandate, or stake in a competing company, supplier, or customer of the group (manager, director, consultant, etc.);**

3. Sponsorship and patronage

Sponsorship is a form of financial support intended to strengthen the brand image with specific target groups. It aims to obtain a specific benefit. Sponsorship activities involve sports, arts and culture, sciences, and education.

However, sponsorship may be a problem if it is perceived as a way to obtain an unfair advantage.

Patronage covers physical (or financial) support provided by a company or an individual to an action or activity of general interest. What makes this form of partnership different from sponsorship is that there is no promotion contractual consideration in support of the patron. Therefore, the patron cannot derive a direct benefit from it, but the beneficiary (project lead) may cite its name

To avoid any situation of corruption, please do not hesitate to:

- ask your potential partners questions to ensure that their practices are compatible with our values and expectations in terms of preventing corruption (share our policy with them),
- conduct research on the history and reputation of the association or the beneficiary body and its representatives.

4. Government relations

Whatever countries we operate in, we are resolutely opposed to any form of corruption with any public or private body. We are opposed to any compensation for a third party that does not correspond to an actual service, for a justified amount duly recorded in our accounts.

In addition, we are opposed to any payment of bribes or any other illegal payment, directly or indirectly through intermediaries, public servants, members of governments, or any other public official, as well as any private entity, whatever it is.

An official and/or intermediary refers to any third party you may use to negotiate a partnership, a public procurement contract, or any other commercial relationship.

Examples:

- **Paying commissions, rebates, discounts, consultation fees, or compensation for services rendered in the form of a monetary discount or financial advantages, as long as such payments aim to compensate a member of the government, a public servant, or a public or private official with a view to generating a favorable decision from them or obtaining any undue advantage for AUSY.**
- **Making such payments through an intermediary or an outside consultant on behalf of the Company and at its request.**

In any of these situations, you must inform your supervisor. It goes without saying that what may be considered “reasonable” in a specific case may be considered “disproportionate” in another context.

Attention:

If you call on representatives, intermediaries, or outside consultants, the compensation for their services must be reasonable amounts proportionate to the assigned task. This compensation must be identifiable, in line with market standards, properly accounted for, and provided in exchange for services actually rendered, in accordance with the Group’s process regarding authorized spending and its accounting rules.

Anti-corruption clauses must be included in contracts entered into with third parties (whether they involve, for example, contracts with representatives, outside consultants, or other third parties having contacts with administrative or governmental bodies).

It is up to you to check with the Legal Department of your region about the acceptable compensation in keeping with best anti-corruption practices to comply with the applicable law.

An employee will not be punished for any consequences for AUSY from the refusal to pay a bribe. AUSY strives to maintain constructive, quality relationships with governments, administrations, and populations of the countries in which it operates. The Group intends to preserve and develop its reputation of honesty and integrity.

5. Facilitation payments

These are payments to ensure that an administrative procedure will be carried out diligently or to facilitate a bureaucratic process.

If you are solicited by a customer, supplier, or public official to deviate from your integrity, you must refuse and immediately inform your manager and your anti-corruption contact.

Even though these practices are authorized in certain States, facilitation payments are equivalent to an act of corruption in most countries.

However, in situations where the payment of a small sum remains the only solution to guarantee the safety and physical integrity of an employee, an exception to this ban may be made. It must be reported as soon as possible.

Examples:

- **If customs officials delay the procedure although all the papers are in order and I pay the customs representatives a small sum of money to expedite things (this is a bribe equivalent to an act of corruption).**

Attention:

Regular facilitation payments are likely to encourage solicitations and abuses of power. You could therefore expose yourself to criminal prosecutions and harm the Group's reputation. In this type of case, remain transparent and responsible. Do not try to settle the situation alone. Contact your supervisor, your Legal Department, and the AUSY structure in the country concerned.

6. Selection and mandates of intermediaries

To consider buying out a business, enter a new market, or be assisted in a matter, many of you call on intermediaries such as consultants, law firms, auditors, etc.

The Group intends to ensure their skills and respectability, but also to impose anti-corruption clauses on them.

Attention:

With regard to partnerships or mergers and acquisitions, AUSY may also be held liable for the actions of its partners within partnerships and may be held liable in the context of mergers or acquisitions under the acquirer's responsibility, including for acts of corruption prior to the acquisition.

In addition, AUSY may be considered liable if it accepts inappropriate arrangements designed to hide or conceal acts of corruption.

It is therefore essential to perform a thorough investigation into the reputation and the history of all targets in a planned merger or acquisition and all the potential partners, incorporate the appropriate guarantees into the acquisition or partnership contract documents, and avoid structures based on inappropriate schemes.

WHAT ARE THE PENALTIES?

Criminal penalties:

- for you: up to 10 years in prison and a fine of 1 million euros, loss of civil rights, ban on engaging in the activity in question for 5 or more years;
- for AUSY: from 5 million euros to 30% of its revenue, exclusions from procurement contracts or ban on raising funds (borrowing, etc.), major reputational impact.

Disciplinary measures:

They are recalled in article 21 of the company's Internal Rules.

An employee's misconduct may result in one of the following consequences, depending on the situation and seriousness of his/her acts:

- Warning,
- Disciplinary suspension of 1 to 15 days,
- Demotion with change of position,
- Disciplinary transfer,
- Dismissal for real and serious cause,
- Dismissal for serious misconduct,
- Dismissal for gross negligence.

These penalties are imposed without prejudice to possible civil and criminal prosecution against the employees concerned.



HOW TO PREVENT AND LIMIT THESE SITUATIONS

- To avoid these situations with our partners, we have a number of control and monitoring processes deployed within the Group, and we make sure that they also make written commitments to prevent and ban bribery effectively.
- Training on risks of corruption and influence peddling has been put in place for the staff.
- Specific measures must be applied in selecting and collaborating with intermediaries. In particular, the reputation and history of intermediaries must be verified, and there must always be a written contract with a sufficient right of inspection, particularly through audits and training. Regular monitoring must be done on the work actually carried out by intermediaries.
- Any element or situation suggesting that an act of corruption is possible (bad reputation of the business environment, lack of transparency, conflict of interest, disproportionate required level of compensation, recommendation by a foreign public official or a customer, etc.) must lead to a thorough analysis. No contract should be entered into with a third party until all doubts are eliminated. These alerts must be reported to the head of the subsidiary or department as well as to the Group's Legal, Quality/Audit, Financial, or Human Resources departments.
- Payments to intermediaries must be made only if they are lawful, consistent with the terms of a contract, and done in exchange for an invoice in good standing. No payments should be made without appropriate documentation, in particular evidence of the work performed; receipts must be provided for reimbursable expenses. Payments must never be made in cash.

FOR ANY QUESTIONS OR WHEN IN DOUBT

Employees who need assistance regarding the topics covered in this Anti-Corruption Code of Conduct may contact their supervisor. They may also contact the Quality, Human Resources, and Legal departments.

Employees who report in good faith a potential violation of the Anti-Corruption Code of Conduct to their supervisor or to the Legal, HR, or Financial departments will not be punished for doing so.

In conclusion, don't forget...

If you find yourself in a complicated or ambiguous situation or if you have doubts about what to do, you must not act alone.

Share your concerns and ask for advice from your supervisor or your Legal department.

A whistleblowing system is also available to AUSY employees:

To learn more, consult our entire whistleblowing system in "The Group / values" section of our website and in "Pratique & Admin / Juridique" on the intranet.

If you have any questions, feel free to write to the following address: E-mail: ethique@ausy.fr

This is a confidential way to obtain information or advice about the application or interpretation of the Code of Conduct or to report problems that could seriously affect the Group's activity or render it seriously liable.